

EXHIBIT A

R.E.L.E

REAL ESTATE LIQUIDITY EXCHAGE

Initial concept thoughts document
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Introduction

The Real Estate Liquidity Exchange ("RELE") is a multiple, combined, business opportunity. It envisions the creation of four basic business enterprises, each a separate entity, but initially owned and operated by the same group: (i) the exchange; (ii) the underwriter; (iii) the property manager; and the (iv) market maker. All four are each an integral part of the process and will be discussed separately below.

In summary, it is envisioned that the exchange will provide an efficient liquid marketplace where large institutional investors as well as small retail investors can purchase partial ownership interests in a particular property (the "shares"), which shares will trade on the exchange based on a bid-ask spread. A property owner can seek to list his property on the exchange by having the underwriter underwrite the asset and determine whether or not to list it on the exchange. If the underwriter determines to list the asset on the exchange it will also provide either a best efforts or a firm underwriting for a mutually agreeable amount of the initial shares. In order to provide transparency and accountability into the marketplace all properties listed on the exchange will be managed by the property manager.

The property manager will take on all of the roles of the owner of the property, except that it will only "own" a small minority interest of not less than 2% nor more than 5% of the shares of any property (which shares the property owner may sell only after a 24 month hold period). An owner of the property which is underwritten for listing on the exchange will transfer all of his interest in the property to a special purpose, bankruptcy remote pass-through entity (the "owner entity") in exchange for 95% to 98% of the shares (with the property manager retaining 2% to 5% of the shares (based on the value of the transaction) in exchange for providing property management services and organizing the owner entity. All the other shares will be immediately tradable and the owner of the property will determine with the underwriter at the time of acceptance of the underwriting what percentage of the shares will be sold in the initial public offering as part of the underwriting. The 2% to 5% which the property owner is giving up in this transaction should be less than the Delta of additional value created by the liquidity of the exchange.

The property manager will then operate the property and provide financial information to the shareholders and the exchange. The exchange will have a separate data room from every asset, each shareholder will be granted a "password key" to the data room. Each property's data room will include current and historical financial information, rent rolls, lease abstract, and all other data relevant to that asset which would typically be obtained in a normal due diligence process (the data room standards are yet to be developed). In addition each property will have a quarterly and annual disclosure document which will be accessible by any person within the public domain

and can be reviewed during the due diligence on whether to acquire a share in any property. Quarterly and annual disclosure documents will follow the requirements of the securities rules of the SEC and the respective states.

Distributions to shareholders will be made by the property manager on a periodic basis, not less often than quarterly. Shareholders will also receive an annual K-1 which will pass through all of the benefits of real estate ownership, including the shelter benefits and depreciation to the shareholders in accordance with IRS rules and regulations. The property manager will provide standard property management services (which it may subcontract to others), will oversee the accounting functions of each property, will oversee legal issues relating to each property, will undertake to lease each property (which it may subcontract others), will oversee any construction that prevents at each property (which may subcontract others), will determine the need for, and oversee financings and refinancing, manager for reporting functions for each property, and otherwise provided all of other activities of ownership for each property.

The market maker will act as a market maker for the shares. It will compile the bid-ask process and match up buyers and sellers for shares the RELE.

Marketing functions will be undertaken both by the underwriter with respect to originations of properties to be listed, and by the exchange with respect to bringing eyeballs to the exchange and generating interest in share purchasers acquire shares on the exchange.

The Exchange

The exchange itself will be an electronic exchange and will operate as a stand-alone e-business. It will act in two capacities. It will be a share exchange, not unlike the NYSE or any other publicly traded exchange, and will also act as a electronic brokerage operation such as E*Trade, but restricted to the brokerage of only shares traded on the exchange.

The exchange will be operated in the clouds through proprietary software functioning owned hardware in a high-speed data center. The brokerage component of the exchange will operate both electronically in the cloud, and in person-to-person telephonic trades. It is envisioned that the primary expenditure of initial capital for the exchange will be in creating software and purchasing hardware for the creation of the exchange. Once operational the exchange will require significant staffing to operate.

For budgeting purposes:

initial capital costs:

- software development-outsourced
- hardware design – outsourced
- hardware purchase
- datacenter placement - long-term lease
- establishment of exchange/patent protection - legal-outsourced
- exchange offices -long-term lease
- exchange FF&E – purchase
- exchange technology - including computers, hardware, phone systems, etc-purchase
- creation of data room standards - outsourced to auditing firms and legal firms
- initial marketing costs

Ongoing operational costs:

IT personnel –software
IT personnel-hardware
systems maintenance personnel
broker-dealer principals, compliance, and financial personnel
in-house legal –securities/compliance and data disclosure related
(could be shared with underwriter)
phone order takers/brokers
accounting/bookkeepers
management personnel
clerical personnel
data transmission costs
telephone and cable costs
system platform upgrade costs
software maintenance costs
reserves for obsolete equipment replacement
marketing costs

Exchange Revenue Sources:

Exchange Related:

Initial Listing Fee – TBD
Annual Listing Fees – TBD
Per transaction fee – added to brokerage fees ~ TBD
Data Room Upload Fees – TBD

Brokerage Related:

Per share/transaction fee - TBD

The Underwriter

The underwriter is effectively a captive investment bank. Its sole function is to originate and underwrite properties for listing on the RELE. It generates its revenue by reviewing properties brought to it by property owners for underwriting. Initially a modest fee to review the asset is agree to, and if the asset is not accepted for listing on the exchange, the property owner pays that fee to the underwriter. If the asset is accepted for listing on the exchange and the property owner executes the underwriting agreement and transfers the asset to the single-purpose entity the initial fee is waived, and the underwriter is paid an underwriting fee. In addition, the underwriter and the property owner negotiate a minimum amount of shares to be sold as an "initial Public offering". The underwriter either issues a best efforts underwriting or a firm underwriting. Typically there will be a spread between the price paid for the shares by the underwriter to the property owner (below the IPO price), with the spread greater on a firm underwriting compared to a best efforts underwriting, and that spread generates the additional revenues for the underwriter. The underwriter then places the shares which it agreed to purchase on a best efforts or a firm underwriting basis with institutional or other purchasers, in a manner similar to an initial public offering of other shares on other exchanges.

For budgeting purposes:

initial capital costs:

- offices -long-term lease
- FF&E – purchase
- technology - including computers, hardware, phone systems, etc-purchase
- creation of underwriting standards - outsourced to auditing firms and legal firms
- initial marketing costs

Ongoing operational costs:

- Property underwriting Originators – Sales guys
- Underwriters/analysts
- Research personal – to maintain current data on market conditions effecting all property types in all regions
- Firm commitment/ Best efforts selling placement agents
- broker-dealer principals, compliance, and financial personnel
- in-house legal – real estate- leasing/ debt/ acquisition
 - securities/compliance and data disclosure related
 - (could be shared with Exchange)
- Investment committee
- accounting/bookkeepers (shared among the 4 businesses)
- management personnel
- clerical personnel
- disclosure costs
- telephone and cable costs
- IP upgrade and maintenance costs
- reserves for obsolete equipment replacement
- marketing costs

Underwriter Revenue Sources:

- Initial Underwriting Fee -- TBD
- IPO related Fees -- TBD
- Spread on Best Efforts / Firm Underwriting of IPO shares – TBD

The Property Manager

The property manager takes on the role of property owner in a non-single owner owned property. This is necessary for several reasons. It creates consistency across the board in the operation of the assets, provides accountability and transparency. The property manager makes its revenues through traditional, and some nontraditional, fee generating services for the operation, management, maintenance, leasing, improvement, financing and otherwise operating the real estate assets, as well as providing compliance data for the securities which have been created, arranging and processing distributions of dividends to shareholders; overseeing tax matters and preparation of quarterly and annual disclosures as well as annual tax returns.

Once a property is agreed to be listed on the exchange by the underwriter, the exchange and the property owner, the cost of entry for the property owner to be relieved of its ownership obligations is 2% to 5% of the shares

granted to the property manager. The actual amount of shares will be tied to the equity value of the shares and a sliding scale. While a great property owner might be subcontracted by the property manager to provide some or all of the services, it should be assumed that in general, the services will be provided either directly by the property manager or through subcontracts by the property manager to professional firms in the localities of each of these assets.

The property manager, by overseeing the accounting functions and preparing disclosure documents, and otherwise acting as an owner, will provide requisite transparency and consistency across the board in developing how information is presented in the data rooms of the various properties.

For budgeting purposes:

initial capital costs:

- offices -long-term lease
- FF&E – purchase
- technology - including computers, hardware, phone systems, etc-purchase
- creation of underwriting standards - outsourced to auditing firms and legal firms
- initial marketing costs

Ongoing operational costs (during the initial periods, and until a critical mass exists to support same some of these specialty professionals should be outsourced):

- Property managers
- Asset Managers
- Leasing personnel
- Underwriters/analysts (can be shared with underwriter)
- Research personal – to maintain current data on market conditions effecting all property types in all regions (can be shared with underwriter)
- Debt placement agents
- Compliance, and financial personnel
- in-house legal – real estate- leasing/ debt/ acquisition
 - securities/compliance and data disclosure related
 - (could be shared with Exchange)
- In house Architects, Engineers, Construction Managers
- accounting/bookkeepers (shared among the 4 businesses)
- management personnel
- clerical personnel
- disclosure costs
- telephone and cable costs
- IP upgrade and maintenance costs
- reserves for obsolete equipment replacement

Property manager Revenue Sources:

- 2% to 5% of restricted (for 24 mos) shares in each asset
- Property Management Fees -- (2% - 5% of annual gross revenues based on property type and size)
- Loan Placement Fees – 1% to 2% of each financing based on size

Distribution Fees – a per shareholder annual fee for making distributions and preparing tax returns and quarterly/annual disclosures

Data preparation/compliance fees - TBD

Leasing Fees – TBD

T.I. Fees and other construction fees– a % of such costs

Space planning/ architectural and engineering fees – TBD

Legal Fees – as needed

Disposition fees – 2% of the sale price of the entire asset (Query: will this ever occur?)

The Market Maker

The market maker acts exactly in the same capacity as market makers in other securities and matches up buyers and sellers based on the bid/ask. The spread at which the market maker buys and sells represents his revenue. The expenses associated with the market maker need to be considered, but likely will include:

initial capital costs (many of which can initially be shared with the other businesses):

offices -long-term lease

FF&E – purchase

technology - including computers, hardware, phone systems, etc-purchase

creation of a platform to match buyers and sellers based on a bid/ask structure

Related software

Related Hardware

Ongoing operational costs:

accounting/bookkeepers (shared among the 4 businesses)

management personnel

clerical personnel

telephone and cable costs

IP upgrade and maintenance costs

reserves for obsolete equipment replacement

Marketing at the exchange and the underwriter

At some point the exchange will become sufficiently popular that it will be sought out by property owners and buyers of shares. However until that critical mass evolves we will need to bring recognition to the exchange from both the perspective of property owners who wish to list their assets as well as share purchases who wish to purchase shares in those assets. This will require multiple marketing tracks. The property owners track will probably be focused on publications and e-media which attracts and is read by property owners. Institutional buyers of shares likely will form a second track; and retail buyers of shares should be viewed more in the fashion of e-commerce eyeballs. In order to successfully launch and operate the exchange and its related businesses will need to incur substantial upfront marketing costs, most if not all of which should be outsourced. For purposes of budgeting, we need to assume three separate marketing tracks as well as a public relations track.